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COMPANIES FORM No. 395

Particulars of a mortgage or charge

003077/10
395

CHFPO65

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

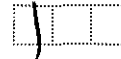
Pursuant to section 395 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



4647877

*insert full name of Company

Name of company

MCIVER LIMITED

Date of creation of the charge

17 JUNE 2003

Description of the instrument (if any) creating or evidencing the charge (note 2)

SECURITY ASSIGNMENT

Amount secured by the mortgage or charge

The outstanding indebtedness of McIver Limited to MS plc from time to time.

Names and addresses of the mortgagees or persons entitled to the charge

MS PLC

22 Melton Street

London

Postcode

NW1 2BW

Presentor's name address and reference (if any) :

Holman Fenwick & Willan
Marlow House
Lloyds Avenue
London EC3N 3AL Ref:

For official use
Mortgage Section

Post room



A05
COMPANIES HOUSE

0888
20/05/03

Time critical reference

Short particulars of all the property mortgaged or charged

All rights, title and interest, both present and future, in and to (a) all moneys whatsoever (and all claims for such moneys) due or to become due to or for the account of the Assignor at any time during the security period under the Assigned Contracts (being a counter indemnity of even date between McIver Ltd and Robert Bruce Fitzmaurice Limited (RBF); a mortgagee debenture of even date between the same parties; and a guarantee of even date between McIver Limited and MS plc) including (but not limited to) the counter indemnity of the same date and the mortgage debenture of the same date and interest thereon, and damages for breach (or payments for variation or termination) of any Assigned Contract and all rights and benefits whatsoever accruing to the Assignor under the Assigned Contracts; and (b) any guarantee, indemnity or other security which may at any time be given to the Assignor as security for the performance of any party's obligations, or for the payment of moneys due or to become due to the Assignor, under any Assigned Contract (including, without limitation, the right to make any demand thereunder).

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

TS
95

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed

Robert Bruce Fitzmaurice Date 19 June 2003

On behalf of [company][mortgagee/chargee]†

† delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) Subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) Procuring or agreeing to procure subscriptions, whether absolute or conditional,For any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04647877

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED THE 17th JUNE 2003 AND CREATED BY MCIVER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MS PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JUNE 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JUNE 2003.

P. a



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES